

Fidelity & Guaranty Life
Form 4
December 15, 2015

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

Check this box
if no longer
subject to
Section 16.
Form 4 or
Form 5
obligations
may continue.
See Instruction
1(b).

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF
SECURITIES**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934,
Section 17(a) of the Public Utility Holding Company Act of 1935 or Section
30(h) of the Investment Company Act of 1940

OMB APPROVAL

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(Print or Type Responses)

1. Name and Address of Reporting Person *
Phelps II John A.

(Last) (First) (Middle)

TWO RUAN CENTER, 601
LOCUST STREET, 14TH FLOOR

(Street)

DES MOINES, IA 50309

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading
Symbol
Fidelity & Guaranty Life [FGL]

3. Date of Earliest Transaction
(Month/Day/Year)
12/12/2015

4. If Amendment, Date Original
Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

____ Director ____ 10% Owner
____X____ Officer (give title ____ Other (specify
below) below)

SVP, Chief Distr. Officer

6. Individual or Joint/Group Filing(Check
Applicable Line)
____X____ Form filed by One Reporting Person
____ Form filed by More than One Reporting
Person

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
Common Stock	12/12/2015		F(1)	723	D	\$ 25.78	10,504 (2) D

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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information contained in this form are not
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SEC 1474
(9-02)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)

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1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Underlying Securities (Instr. 3 and 4)		8. Pri Deriv Secur (Instr
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Stock Option (right to buy)	\$ 38.14					<u>(3)</u>	11/02/2018	Common Stock <u>(3)</u>	<u>(3)</u>	
Restricted Stock Unit	<u>(4)</u>					<u>(4)</u>	<u>(4)</u>	Common Stock <u>(4)</u>	<u>(4)</u>	
Stock Option (right to buy)	\$ 24.87					<u>(5)</u>	12/01/2021	Common Stock	3,825	
Stock Option (right to buy)	\$ 49.45					<u>(6)</u>	12/31/2019	Common Stock <u>(6)</u>	<u>(6)</u>	
Stock Option (right to buy)	\$ 17					<u>(7)</u>	12/12/2020	Common Stock	5,910	

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
Phelps II John A. TWO RUAN CENTER 601 LOCUST STREET, 14TH FLOOR DES MOINES, IA 50309	SVP, Chief Distr. Officer

Signatures

/s/ Isabelle Aragon,
Attorney-in-fact

12/15/2015

 **Signature of Reporting Person

Date

Explanation of Responses:

* If the form is filed by more than one reporting person, *see* Instruction 4(b)(v).

** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. *See* 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

(1) Represents the withholding by the Issuer of restricted stock to satisfy the reporting person's tax withholding obligations upon the vesting of restricted stock, which has been approved pursuant to the requirements of Rule 16b-3.

(2) Includes restricted stock.

The option entitles the reporting person to receive, upon exercise, a cash payment equal to the excess of the fair market value of a share of Class A Common Stock of Fidelity & Guaranty Life Holdings, Inc., a wholly-owned subsidiary of the Issuer (the "F&G Subsidiary"),

(3) over the exercise price of the option. It is expected that the fair market value of a share of Class A Common Stock of the F&G Subsidiary will be derived from the value of the Common Stock of the Issuer. The remaining portion of this option became exercisable as to 4,032 shares on November 2, 2013 and 4,032 shares on November 2, 2014.

Each restricted stock unit is the economic equivalent of one share of Class B Common Stock of the F&G Subsidiary. Each restricted stock unit will be settled upon vesting in cash in an amount equal to the fair market value of one share of Class B Common Stock of the F&G Subsidiary. It is expected that the fair market value of a share of Class B Common Stock of the F&G Subsidiary will be derived from the value of the Common Stock of the Issuer. The remaining restricted stock units will vest on December 31, 2015.

(5) The option vests in three equal annual installments on December 1, 2015, 2016 and 2017, subject to continued employment through such date.

The option entitles the reporting person to receive, upon exercise, a cash payment equal to the excess of the fair market value of a share of Class B Common Stock of F&G Subsidiary, over the exercise price of the option. It is expected that the fair market value of a share of

(6) Class B Common Stock of the F&G Subsidiary will be derived from the value of the Common Stock of the Issuer. The option became exercisable as to 1,818 shares on December 31, 2013, 1,819 shares on December 31, 2014, and will become exercisable as to 1,818 shares on December 31, 2015.

(7) The option vests in three equal annual installments on December 12, 2014, 2015 and 2016, subject to continued employment through such date.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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